

ESTOPPEL CERTIFICATE

Re: That certain parcel of real estate which is a portion of the South Bay Towne Center in Los Angeles, California and which is more specifically described in Exhibit A attached hereto ("Property")

The undersigned hereby certifies as follows:

1. On or about December 28, 1998, Boeing Realty Corporation, a California corporation ("Boeing"), entered into that certain Environmental Indemnity Agreement with Vestar California XXII, L.L.C., an Arizona limited liability company ("Vestar") which relates to, among other real property, the Property ("Agreement").

2. Boeing has been advised that Vestar has entered into an agreement to sell the Property to Arlene Inch ("Buyer").

3. Pursuant to Section 23 of the Agreement, Boeing hereby confirms that the Agreement is in full force and effect and, if Buyer acquires the Property, Buyer will become an "Indemnified Party" under the Agreement.

Dated this ____ day of _____, 2004.

BOEING REALTY CORPORATION, a California corporation, formerly known as McDonnell Douglas Realty Company

By: 

Its: VICE PRESIDENT

EXHIBIT "A"

All that certain real property situated in the County of Los Angeles, State of California, described as follows:

Parcel A:

Parcel A of Parcel Map No. 2002-5073, in the City of Los Angeles, State of California, as per map filed in Book 323, Pages 16 to 18, of Parcel Maps, in the office of the county recorder of said County;

Except, therefrom, In accordance with Executive Order 9908 approved December 5, 1947 (12 f.r. 8233), all uranium, thorium and all other materials determined pursuant to section 5 (b) (1) of the Atomic Energy Act of 1946 (60 stat, 761) to be peculiarly essential to the production of fissionable material, contained, in whatever concentration, in deposits in the lands covered by this instrument together with the right of the united states through its authorized agents or representatives at any time to enter upon the land and prospect for, mine, and remove the same, making just compensation for any damage, or injury occasioned thereby. however, such land may be used, and any rights otherwise acquired by this disposition may be exercised, as if no reservation of such materials had been made; except that, when such use results in the extraction of any such material from the land in quantities which may not be transferred or delivered without a license under the Atomic Energy Act of 1946, as it now exists or may hereafter be amended, such material shall be the property of the united states atomic energy commission, and the commission may require delivery of such material to it by any possessor thereof after such material has been separated as such from the ores in which it was contained, if the commission requires the delivery of such material to it, it shall pay to the, person mining or extracting the same, or to such other person as the commission determines to be, entitled thereto, such sums, including profit as the commission deems fair and reasonable for the discovery, mining, development, production, extraction, and other services performed with respect to such material prior to such delivery, but such payment shall not include any amount on account of the value of such material before removal from its place of deposit in nature. if the commission does not require delivery of such material to it, the reservation hereby made shall be of no further force of effect, as reserved in deed recorded in Book 29335 Page 142, Official Records.

Parcel B:

Exclusive easements for access, public utilities and incidental purposes as set forth in section entitled "Declaration of Easements" of the declaration of easements, covenants, conditions and restrictions recorded on December 30, 1998 as Instrument no. 98-2372368.

Assessor's Parcel Number: 7351-002-026